



FEDERAL RETIREMENT THRIFT INVESTMENT BOARD
1250 H Street, NW Washington, DC 20005

October 7, 2011

MEMORANDUM FOR BOARD MEMBERS SAUL, SANCHEZ, DUFFY,
KENNEDY, AND BILYEU

FROM: GREGORY T. LONG
EXECUTIVE DIRECTOR

SUBJECT: September 2011 Performance Review - G, F, C, S, I, and L Funds

INTRODUCTION

This report reviews key aspects of the investment performance of the G, F, C, S, I, and L Funds through September 2011, investment manager performance and tracking error, trading costs, TSP fund performance, and L Fund participation.

TRACKING ERROR - BlackRock Funds (BTC)

September Tracking Error

<u>Fund</u>	<u>% BTC Fund Performance</u>	<u>% Index Performance</u>	<u>Tracking Error</u>
Fixed Income	0.73	0.73	0.00
Large Cap	-7.03	-7.03	0.00
Small Mid Cap	-10.73	-10.79	0.06
International	-10.56	-9.53	-1.03

2011 Tracking Error

<u>Fund</u>	<u>% BTC Fund Performance</u>	<u>% Index Performance</u>	<u>Tracking Error</u>
Fixed Income	6.68	6.65	0.03
Large Cap	-8.68	-8.68	0.00
Small Mid Cap	-14.86	-15.05	0.19
International	-15.68	-14.98	-0.70

The BlackRock Extended Equity Market Fund E outperformed by 6 basis points in August, and by 19 basis points year to date, primarily as a result of the optimization process. The BlackRock EAFE Equity Index Fund E underperformed by 103 basis points in September, and 70 basis points year to date, primarily as a result of fair valuation of the fund on September 30, 2011.

Trading Costs

	<u>Dollar Amount Traded</u>	<u>Trading Costs</u>	
		<u>\$</u>	<u>Basis Points</u>
<u>F Fund</u>			
September 2011	766,994,553	508,930	6.6
Year-to-Date	5,089,421,666	1,482,611	2.9
<u>C Fund</u>			
September 2011	1,506,411,971	244,667	1.6
Year-to-Date	16,110,456,688	3,909,636	2.4
<u>S Fund</u>			
September 2011	997,049,277	(164,155)	(1.6)
Year-to-Date	11,889,908,731	1,269,057	1.1
<u>I Fund</u>			
September 2011	1,167,412,661	(3,039,013)	(26.0)
Year-to-Date	8,476,247,660	8,296,493	9.8

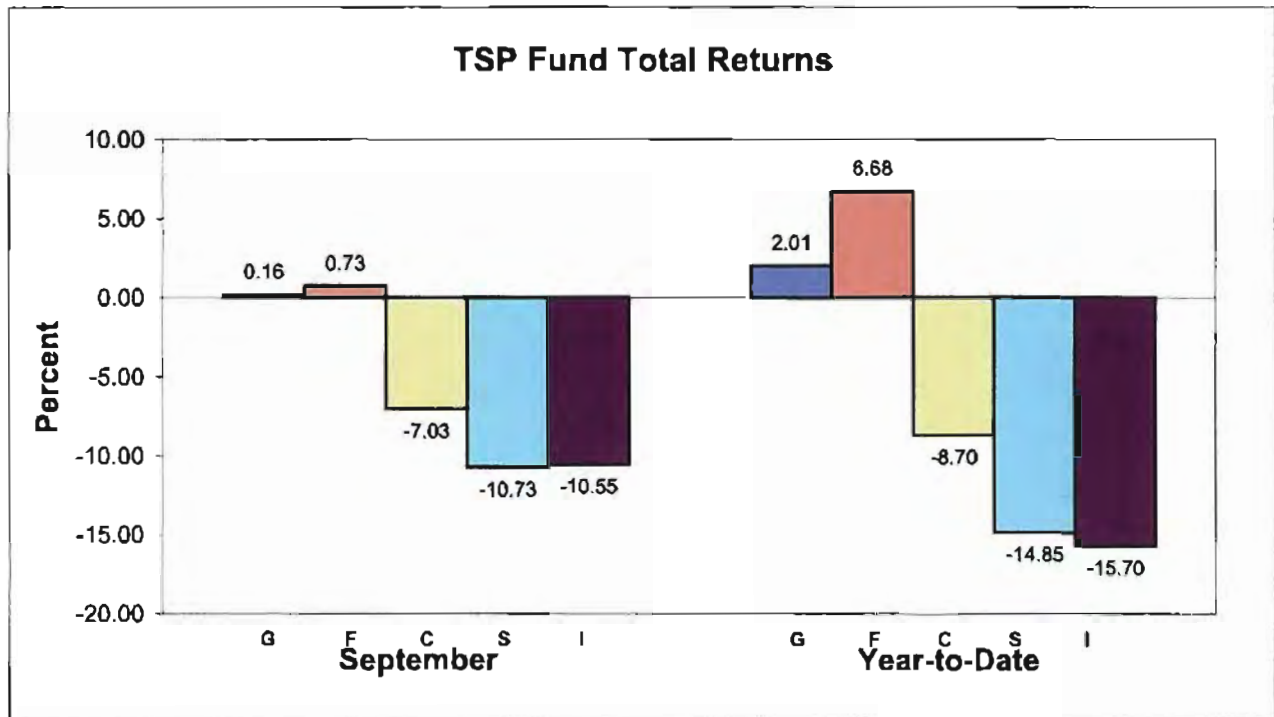
G Fund

The following table compares the G Fund rate to be paid in the month noted to the 3 month Treasury bill, the 10 year Treasury note and the 30 year Treasury bond at the time the rate was set.

	<u>G Fund</u>	<u>3-month T-bill</u>	<u>10 year T-note</u>	<u>30 year T-bond</u>
<u>2011</u>				
October	1.63%	0.02%	1.92%	2.91%
September	1.88	0.01	2.22	3.60
August	2.25	0.09	2.80	4.12
July	2.63	0.02	3.16	4.37
June	2.50	0.06	3.06	4.23
May	2.88	0.05	3.29	4.40
April	3.00	0.09	3.47	4.51
March	3.00	0.14	3.43	4.50
February	2.88	0.15	3.37	4.57
January	2.88	0.13	3.30	4.34
<u>2010</u>				
December	2.38	0.17	2.60	4.11
November	2.13	0.12	2.60	3.98
October	2.13	0.16	2.51	3.69
September	2.13	0.14	2.47	3.52
August	2.50	0.15	2.91	3.99
July	2.63	0.17	2.93	3.89
June	2.88	0.16	3.29	4.21
May	3.25	0.16	3.66	4.52
April	3.38	0.14	3.83	4.71
March	3.13	0.13	3.61	4.56
February	3.13	0.08	3.59	4.49
January	3.50	0.08	3.84	4.64
<u>2009</u>				
December	2.88	0.05	3.20	4.19
November	3.13	0.06	3.39	4.23
October	3.00	0.08	3.31	4.05
September	3.25	0.13	3.40	4.18
August	3.25	0.18	3.48	4.30
July	3.25	0.19	3.54	4.33
June	3.25	0.14	3.46	4.34
May	2.88	0.15	3.12	4.03
April	2.50	0.20	2.67	3.54
March	2.88	0.27	3.02	3.71
February	2.75	0.13	2.84	3.60
January	2.13	0.02	2.21	2.68

Performance of TSP Funds

The chart below shows the G, F, C, S, and I Fund net rates of return.



The table below compares the net rates of return for the F, C, S, and I Funds to the returns of the corresponding BlackRock funds.

September 2011

Total Return %

<u>Fund</u>	<u>TSP</u>	<u>BTC</u>	<u>Difference</u>	<u>Index</u>
Fixed Income	0.73	0.73	0.00	0.73
Large Cap	-7.03	-7.03	0.00	-7.03
Small Cap	-10.73	-10.73	0.00	-10.79
International	-10.55	-10.56	0.01	-9.53

2011

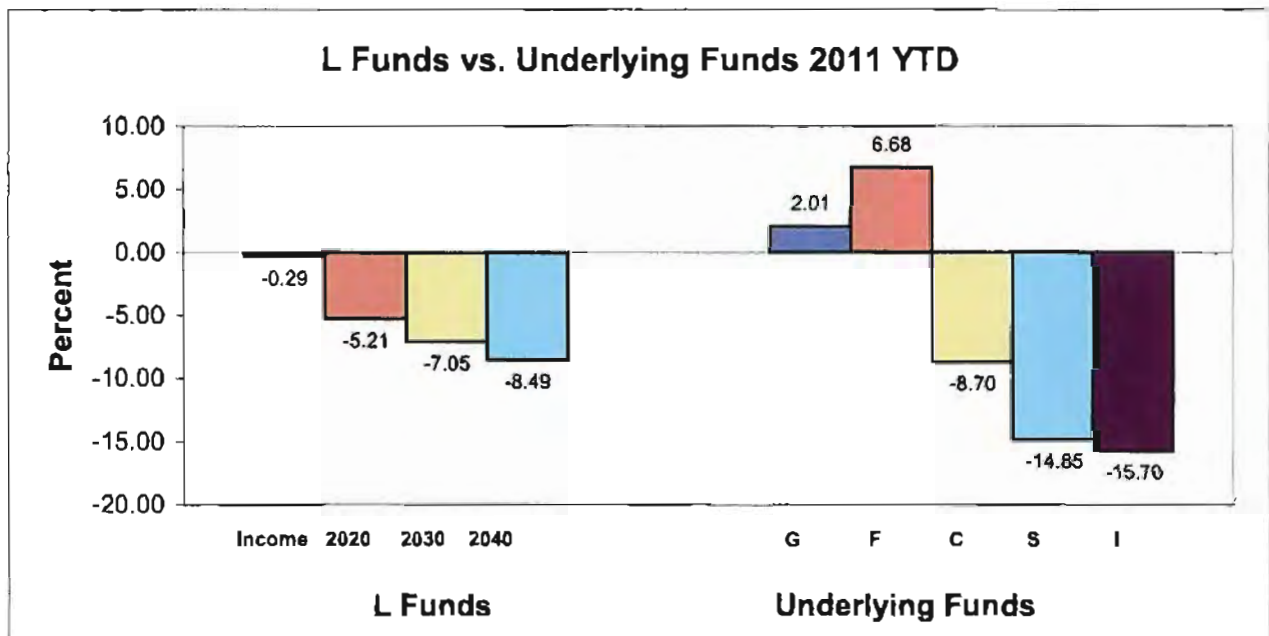
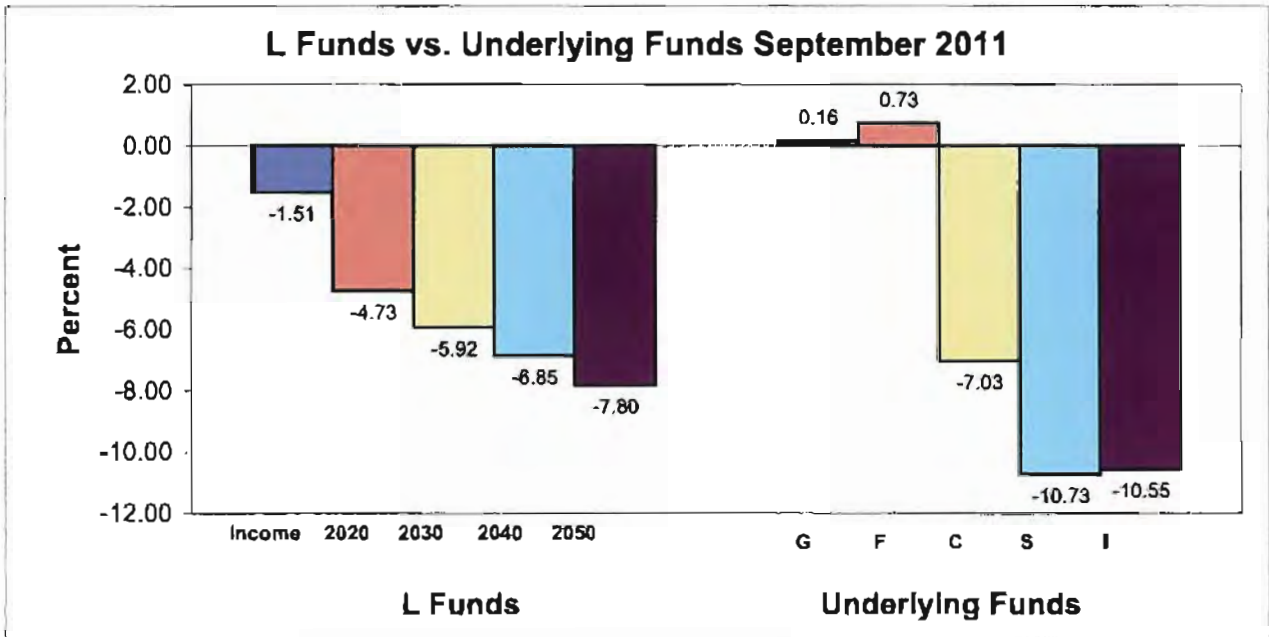
Total Return %

<u>Fund</u>	<u>TSP</u>	<u>BTC</u>	<u>Difference</u>	<u>Index</u>
Fixed Income	6.68	6.68	0.00	6.65
Large Cap	-8.70	-8.68	-0.02	-8.68
Small Cap	-14.85	-14.86	0.01	-15.05
International	-15.70	-15.68	-0.02	-14.98

The TSP Funds closely tracked the BTC Funds for the month and year-to-date.

L Funds

The net rates of return for the L Funds are shown below along with comparable returns for the G, F, C, S, and I Funds.



From Inception January 31, 2011
2050 -11.80%

G	F	C	S	I
1.76%	6.54%	-10.81%	-15.89%	-17.68%

THRIFT SAVINGS PLAN MONTHLY INVESTMENT ACTIVITY

Attachment 1 provides a summary of TSP investment activity and participation rates.

- Participants reduced contributions to the S and I Funds in favor of the G Fund (p.7).
- Despite the market volatility in September, the number of interfund transfers fell by more than 50% (p.7).

PROXY VOTING

An audit of BTC's proxy votes voting conducted by RiskMetrics Group found no exceptions to BTC's established guidelines during the second quarter of 2011. A copy of the audit report is provided as Attachment 2. RiskMetrics' audit report for the third quarter of 2011 is not yet available.

RECOMMENDATION

The G Fund investments produce long-term yields while incurring no market risk. I **recommend reaffirmation of the current G Fund policy of investing solely in short-term maturities.**

The F, C, S, and I Funds have tracked their respective indices and have incurred low trading costs. I **recommend reaffirmation of the current F, C, S, and I Fund investment policies.**

WHEREAS the Federal Employees' Retirement System Act of 1986, as amended (5 U.S.C. § 8401 – et seq.) provides that the Board members shall establish policies for the investment and management of the Thrift Savings Fund (5 U.S.C. § 8472(f) (1) and (2)); and

WHEREAS the Board members at this meeting have reviewed the investment performance and investment policies of the Government Securities Investment Fund, the Fixed Income Index Investment Fund, the Common Stock Index Investment Fund, the Small Capitalization Stock Index Investment Fund, and the International Stock Index Investment Fund; and

WHEREAS the Board members are satisfied with the investment performance and investment policies of these Funds;

NOW THEREFORE BE IT RESOLVED that the current investment policies for the Government Securities Investment Fund, the Common Stock Index Investment Fund, the Fixed Income Index Investment Fund, the Small Capitalization Stock Index Investment Fund, and the International Stock Index Investment Fund are affirmed without change.

Attachment

THRIFT SAVINGS PLAN MONTHLY INVESTMENT ACTIVITY
Contributions and Interfund Transfers

Contributions										Interfund Transfer Activity				
	G Fund (%)	F Fund (%)								C Fund (\$MM)	S Fund (\$MM)	I Fund (\$MM)	L Funds (\$MM)	# of IPTs
2005	37%	6%	38%	9%	7%	2%	17,772	(1,169)	(1,159)	(7,602)	516	1,975	7,439	1,739,695
2006	34%	5%	32%	10%	10%	9%	19,531	(700)	(936)	(7,149)	(774)	3,704	5,855	2,112,668
2007	32%	4%	29%	9%	12%	13%	20,786	3,073	33	(6,652)	(1,505)	1,520	3,531	2,379,207
2008	37%	5%	25%	8%	11%	14%	21,772	19,691	349	(7,573)	(2,952)	(6,791)	(2,724)	1,637,711
2009	45%	5%	21%	7%	8%	14%	22,668	(3,818)	330	(1,051)	1,294	2,088	1,157	1,237,637
1/31/2010	43%	5%	21%	7%	9%	15%	1,818	(439)	(104)	(31)	276	(19)	317	106,109
2/28/2010	42%	5%	21%	7%	9%	15%	1,862	518	200	(379)	(34)	(431)	126	93,229
3/31/2010	42%	5%	21%	8%	9%	15%	1,900	(1,317)	(56)	51	799	(146)	669	120,856
4/30/2010	42%	5%	21%	8%	9%	16%	2,366	(1,310)	(277)	316	958	(186)	499	125,817
5/31/2010	41%	5%	21%	8%	9%	16%	1,977	3,228	512	(1,085)	(865)	(1,345)	(445)	165,061
6/30/2010	41%	5%	21%	8%	9%	16%	2,175	(15)	382	(224)	12	(175)	20	90,660
7/31/2010	42%	5%	20%	8%	8%	16%	1,897	291	532	(408)	(312)	(65)	(38)	97,944
8/31/2010	42%	5%	20%	8%	8%	16%	1,895	506	601	(566)	(354)	(92)	(95)	96,986
9/30/2010	42%	5%	20%	8%	8%	16%	2,159	(5)	112	(234)	34	(20)	113	87,245
10/31/2010	42%	5%	20%	8%	8%	16%	2,119	(757)	(187)	102	470	163	209	105,172
11/30/2010	41%	5%	20%	8%	9%	16%	2,249	(281)	(370)	73	452	(108)	234	113,425
12/31/2010	42%	5%	19%	8%	8%	17%	2,010	(322)	(710)	162	961	(338)	247	224,749
2010	42%	5%	20%	8%	9%	16%	24,426	97	635	(2,223)	2,397	(2,762)	1,856	1,427,253
1/31/2011	41%	5%	21%	9%	8%	16%	1,813	(694)	(443)	271	501	(115)	480	142,594
2/28/2011	41%	5%	20%	9%	8%	17%	1,982	883	(247)	(479)	(189)	(302)	334	153,601
3/31/2011	41%	5%	20%	9%	8%	17%	2,339	1,345	151	(691)	(300)	(570)	65	173,787
4/30/2011	41%	5%	20%	9%	8%	17%	2,192	(371)	(181)	(248)	522	10	268	122,475
5/31/2011	40%	5%	20%	9%	8%	18%	2,142	(290)	310	(214)	(55)	42	207	99,151
6/30/2011	40%	5%	20%	9%	8%	18%	2,235	1,756	574	(897)	(844)	(332)	(257)	111,724
7/31/2011	41%	5%	20%	9%	8%	18%	1,980	5,581	(180)	(2,041)	(1,556)	(757)	(1,047)	149,823
8/31/2011	42%	5%	19%	9%	8%	17%	1,988	1,365	687	(571)	(437)	(468)	(576)	239,363
9/30/2011	43%	5%	19%	8%	7%	17%	2,431	(102)	582	(184)	(93)	(128)	(75)	104,089

THRIFT SAVINGS PLAN MONTHLY INVESTMENT ACTIVITY
L Fund Investment Balances and Investment Allocations

L Fund Investment Balances							Allocation of L Fund Balances (%)		
	Income (\$M)	2018 (\$M)	2020 (\$M)	2030 (\$M)	2040 (\$M)	Total (\$M)	FERS Inc/2010/2020/2030/2040	CSRS Inc/2010/2020/2030/2040	Uniformed Services Inc/2010/2020/2030/2040
2005	542	2,235	3,092	1,362	664	7,895	6/24/41/20/9	13/50/30/4/3	2/8/23/36/31
2006	917	4,081	6,418	3,335	2,126	16,877	4/21/40/22/13	11/45/32/6/6	2/7/22/35/34
2007	1,237	5,326	8,801	4,970	3,547	23,881	4/19/39/23/15	10/42/34/7/7	2/6/21/34/37
2008	968	4,001	6,593	4,031	2,725	18,318	5/19/37/24/15	11/44/33/7/5	2/7/20/34/37
2009	1,205	4,479	9,290	6,219	4,558	25,751	4/15/37/26/18	11/39/36/8/6	2/5/19/34/40
1/31/2010	1,250	4,467	9,310	6,197	4,534	25,758	4/15/38/26/17	11/38/37/8/6	2/5/19/34/40
2/28/2010	1,275	4,511	9,585	6,449	4,705	26,525	4/15/37/26/18	11/38/37/8/6	2/5/18/34/41
3/31/2010	1,374	4,646	10,317	6,964	5,113	28,414	4/14/38/26/18	11/37/38/8/6	2/5/18/34/41
4/30/2010	1,439	4,673	10,727	7,247	5,344	29,430	4/14/38/26/18	11/36/39/8/6	2/5/18/34/41
5/31/2010	1,381	4,533	10,093	6,819	4,950	27,776	4/14/38/26/18	11/37/38/8/6	2/5/18/34/41
6/30/2010	1,374	4,521	9,938	6,724	4,867	27,424	4/14/38/26/18	12/37/37/8/6	2/5/18/34/41
7/31/2010	1,392	4,610	10,468	7,205	5,256	28,931	4/14/37/27/18	11/36/39/8/6	2/5/18/34/41
8/31/2010	1,378	4,577	10,258	7,046	5,142	28,401	4/14/37/27/18	11/37/38/8/6	2/5/18/34/41
9/30/2010	1,426	4,645	10,988	7,664	5,651	30,374	4/13/37/27/19	11/36/39/8/6	2/4/18/34/42
10/31/2010	1,572	4,145	11,773	8,077	5,998	31,565	4/11/39/27/19	12/32/42/8/6	2/4/18/34/42
11/30/2010	1,648	3,843	12,105	8,229	6,132	31,957	4/10/39/28/19	12/29/44/9/6	2/4/18/34/42
12/31/2010	5,404	0	12,914	8,840	6,645	33,803	14/0/38/28/20	39/0/45/9/7	5/0/18/34/43
	Income (\$M)	2020 (\$M)	2030 (\$M)	2040 (\$M)	2050 (\$M)	Total (\$M)	FERS Inc/2020/2030/2040/2050	CSRS Inc/2020/2030/2040/2050	Uniformed Services Inc/2020/2030/2040/2050
1/31/2011	5,234	13,493	9,212	6,888	142	34,969	13/39/28/20/0	37/47/9/7/0	5/18/34/43/0
2/28/2011	5,270	13,971	9,591	7,046	473	36,351	12/40/28/19/1	36/47/9/7/1	6/18/34/41/2
3/31/2011	5,256	14,075	9,725	7,091	569	36,716	12/39/28/19/2	36/47/10/6/1	4/18/34/42/2
4/30/2011	5,317	14,632	10,184	7,426	661	38,220	12/39/28/19/2	35/48/10/6/1	4/17/35/42/2
5/31/2011	5,357	14,688	10,237	7,441	707	38,429	12/39/28/19/2	35/48/10/6/1	4/17/34/42/3
6/30/2011	5,317	14,526	10,183	7,386	703	38,115	12/39/28/19/2	36/47/10/6/1	4/17/34/42/3
7/31/2011	5,249	13,960	9,892	7,179	651	36,931	12/39/28/19/2	36/48/9/6/1	4/17/34/42/3
8/31/2011	5,025	13,193	9,455	6,786	672	35,131	12/38/29/19/2	37/47/9/6/1	5/17/34/41/3
9/30/2011	4,924	12,623	9,000	6,412	648	33,607	13/38/28/19/2	38/47/9/5/1	5/17/34/41/3

	Number of TSP Participants with Entire Account Balance Invested in One Lifecycle Fund				Allocation of Account Balances (G/F/C/S/I/L Fund)			
	FERS		CSRS		FERS		CSRS	
	#	%	#	%	(G/F/C/S/I/L)	(G/F/C/S/I/L)	(G/F/C/S/I/L)	(G/F/C/S/I/L)
2005	55,386	2%	17,220	2%	35/6/39/8/7/5	40/6/38/6/6/4	44/5/21/15/10/5	
2006	94,323	4%	25,860	4%	32/5/36/8/10/9	38/5/35/6/8/8	38/4/20/14/13/11	
2007	116,157	5%	28,753	5%	32/5/33/7/12/11	39/5/32/6/9/9	36/4/18/13/15/14	
2008	108,130	4%	21,470	4%	50/7/22/5/6/10	58/6/21/3/4/8	48/5/14/9/10/14	
2009	116,137	4%	20,090	4%	44/6/25/6/8/11	53/6/23/4/6/8	42/4/15/11/12/16	
1/31/2010	118,281	4%	20,351	4%	45/6/24/6/8/11	52/6/23/5/6/8	43/4/15/11/11/16	
2/28/2010	119,943	4%	20,445	4%	44/6/25/7/7/11	52/6/23/5/5/9	43/4/15/11/11/16	
3/31/2010	123,912	5%	21,145	4%	42/6/25/7/8/12	49/6/24/6/6/9	41/4/15/12/11/17	
4/30/2010	126,152	5%	21,536	4%	41/6/26/8/7/12	50/6/24/6/5/9	41/4/15/12/11/17	
5/31/2010	125,730	5%	21,106	4%	45/6/24/7/6/12	52/6/23/6/4/9	42/5/14/12/10/17	
6/30/2010	126,459	5%	21,035	4%	45/7/23/7/6/12	53/7/22/5/4/9	43/5/14/11/10/17	
7/31/2010	127,315	5%	20,945	4%	43/7/24/7/7/12	51/7/23/5/5/9	41/5/14/12/11/17	
8/31/2010	127,879	5%	20,808	4%	44/7/23/7/7/12	52/7/22/5/5/9	42/5/14/11/11/17	
9/30/2010	128,918	5%	20,780	4%	43/7/24/7/7/12	51/7/23/5/5/9	41/5/14/12/11/17	
10/31/2010	130,951	5%	20,806	4%	42/7/24/8/7/12	50/7/23/6/5/9	40/5/14/12/11/18	
11/30/2010	132,562	5%	20,764	4%	42/7/24/8/7/12	50/7/23/6/5/9	40/5/15/12/11/17	
12/31/2010	134,674	5%	21,025	4%	40/6/25/9/7/13	49/6/24/7/5/9	39/4/15/13/11/18	
1/31/2011	137,604	5%	21,090	4%	39/6/26/9/7/13	48/6/25/7/5/9	39/4/15/13/11/18	
2/28/2011	139,504	5%	21,218	4%	39/6/26/9/7/13	48/6/25/7/5/9	38/4/15/13/11/19	
3/31/2011	140,389	5%	21,134	4%	40/6/25/9/7/13	47/6/25/7/5/10	38/4/15/13/11/19	
4/30/2011	141,500	5%	21,207	4%	39/6/26/9/7/13	47/6/25/7/5/10	37/4/15/14/11/19	
5/31/2011	142,683	5%	21,277	4%	39/6/25/9/7/14	47/6/25/7/5/10	38/4/15/13/11/19	
6/30/2011	142,559	5%	21,058	4%	40/6/25/9/7/13	48/6/24/7/5/10	38/4/15/13/11/19	
7/31/2011	140,596	5%	20,473	4%	43/6/24/8/6/13	52/6/23/6/4/9	38/4/15/13/11/19	
8/31/2011	139,009	5%	19,877	4%	43/7/23/8/6/13	52/7/22/6/4/9	40/5/14/12/10/19	
9/30/2011	138,842	5%	19,688	4%	46/7/22/7/5/13	54/7/21/5/4/9	43/5/14/11/9/18	

THRIFT SAVINGS PLAN MONTHLY INVESTMENT ACTIVITY
L Fund Participation

	Participants with Balances in the L Funds				Number of Participant Accounts with L Fund Balances							
	FERS		CSRS		Uniformed Services		Income	2010	2020	2030	2040	Any L Fund
	(000s)	%	(000s)	%	(000s)	%						
2005	138	6%	33	5%	44	7%	16,915	46,517	67,777	55,164	50,848	214,779
2006	273	12%	57	9%	103	14%	34,698	87,845	137,155	124,086	132,325	433,025
2007	359	15%	68	11%	139	17%	45,093	108,073	175,838	168,215	196,888	566,232
2008	373	15%	57	10%	154	17%	48,139	103,507	174,922	179,855	211,196	584,468
2009	424	16%	57	10%	165	17%	53,770	110,879	195,500	204,995	244,145	647,040
1/31/2010	431	16%	58	10%	167	17%	54,564	111,110	198,178	207,844	247,913	657,364
2/28/2010	437	16%	58	10%	168	17%	55,141	111,453	200,516	211,250	251,769	663,525
3/31/2010	450	16%	60	11%	171	17%	56,528	112,319	206,175	217,167	259,339	680,887
4/30/2010	461	17%	61	11%	173	17%	57,508	112,719	210,898	222,205	266,152	694,763
5/31/2010	462	17%	60	11%	174	17%	57,553	112,025	210,310	223,248	267,491	696,912
6/30/2010	467	17%	60	11%	176	17%	58,038	112,576	212,081	225,655	270,697	702,440
7/31/2010	470	17%	59	11%	177	17%	58,209	112,455	213,419	227,855	273,785	706,538
8/31/2010	473	17%	59	11%	178	17%	58,331	112,294	214,020	229,224	276,075	710,207
9/30/2010	479	17%	59	11%	179	17%	58,689	111,773	216,367	232,162	280,138	716,566
10/31/2010	485	17%	59	11%	180	17%	59,773	101,527	221,804	235,902	285,064	723,018
11/30/2010	491	17%	59	11%	181	17%	60,658	96,206	226,122	239,663	290,522	731,390
12/31/2010	497	18%	59	11%	183	17%	130,930	0	230,231	243,512	295,619	738,720
1/31/2011	505	18%	59	11%	184	17%	127,892	234,372	247,483	299,794	3,176	748,186
2/28/2011	513	18%	60	11%	187	17%	127,328	236,984	250,725	300,507	15,645	759,595
3/31/2011	522	18%	60	11%	189	17%	126,889	238,665	253,941	302,907	22,873	770,657
4/30/2011	528	18%	60	12%	191	17%	126,806	241,486	257,383	305,966	28,163	779,089
5/31/2011	533	19%	60	12%	192	17%	127,024	243,221	259,899	308,262	32,126	785,674
6/30/2011	534	19%	60	12%	193	17%	126,513	242,897	260,762	308,677	34,734	787,339
7/31/2011	530	18%	58	11%	194	17%	125,018	238,983	258,922	306,624	35,997	781,907
8/31/2011	528	18%	57	11%	194	17%	122,453	234,539	257,007	303,831	38,922	778,913
9/30/2011	530	18%	56	11%	195	17%	122,268	235,399	258,261	304,908	41,458	781,547

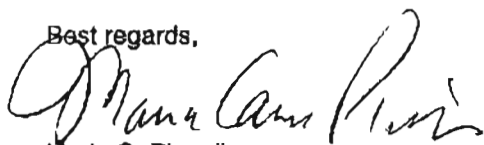
July 21, 2011

Mr. Chad Spittler
Director
PMG – Corporate Governance
BlackRock
400 Howard Street
San Francisco, CA 94105

Dear Chad,

Enclosed are the results of our review of proxy votes by BlackRock for the 2nd quarter of 2011.
Our review found that there were no exceptions to policy over this period.

Best regards,



Maria C. Pinnell
Chief Compliance Officer, Associate General Counsel

mcp/awk/encl.

cc: Richard Reynics, Ryan Myers, Vincent Lam, Cassandra Traeger, Adrian Kosinda

MEMORANDUM

The results of our review of BlackRock's 2nd quarter proxy voting are as follows:

- Votes at 277 meetings were examined.
- Votes at 147 of the 277 meetings were for directors, auditors, and/or management say-on-pay (MSOP) only.
- At the 130 remaining meetings, there were 190 non-director/auditor/MSOP proposals. The following table illustrates the votes involved by proposal type:

Proposal	Votes
Executive stock option plan	70
Non-executive stock option plan	2
Employee share purchase plan	9
Section 162(m)	8
Increase in common stock	9
Authorize new class of preferred stock	1
Reverse stock split	8
Approve conversion of securities	1
Approve securities transfer restrictions	2
Amend stockholder agreement	1
Approve NOL pill	1
Approve sale of assets under net asset value	1
Approve restructuring plan	2
Private placement	2
Merger and/or reorganization	7
Change state of incorporation	2
Adjourn meeting	10
Establish range in board size	1
Declassify board of directors	3
Adopt majority voting for uncontested election of directors	2
Approve director liability and indemnification	1
Reduce supermajority vote requirement	1
Other business	7
Shareholder proposal	39
Total:	190

- There were 70 votes cast on executive stock option plans:
 - a) 65 votes were cast in favor of the plans (92.9 percent);
 - b) 5 votes were cast against the plans (7.1 percent);
 - i.) 2 plans were opposed due to ability to reprice options without prior shareholder approval.
 - ii.) 2 plans were opposed as the plans contain an evergreen provision.
 - iii.) 1 plan was opposed as the plan contains a liberal definition of change-in-control.

- There were 2 votes cast on non-executive stock option plans; the votes were cast in favor of the plans.

- There were 9 votes cast on mergers and/or major corporate transactions; the votes were cast in favor of the transactions.

- There were 2 votes cast on a change in state of incorporation:
 - a) 1 vote was cast in favor of the agreements (50 percent);
 - b) 1 vote was cast against the agreements, as the transaction may be used as a potential antitakeover device (50 percent).

- There were 39 votes cast on shareholder proposals which included:
 - a) 4 shareholder proposals to declassify the board; the votes were cast in favor of the proposals.
 - b) 4 shareholder proposals to call special meetings; the votes were cast against the proposals.
 - c) 4 shareholder proposals to require majority voting for the election of directors:
 - i.) 2 votes were cast against the proposals (50 percent);
 - ii.) 2 votes were cast in favor of the proposals (50 percent).
 - d) 3 shareholder proposals to report on political contributions; the votes were cast against the proposals.
 - e) 3 shareholder proposals to provide right to act by written consent:
 - i.) 2 votes were cast in favor of the proposals (66.7 percent);
 - ii.) 1 vote was cast against the proposals (33.3 percent).
 - f) 3 shareholder proposals to require independent board chairman:
 - i.) 1 vote was cast in favor of the proposals (66.7 percent);
 - ii.) 2 votes were cast against the proposals (33.3 percent).

- g) 2 shareholder proposals to prepare sustainability report; the votes were cast against the proposals.
- h) 2 shareholder proposals to reduce supermajority vote; the votes were cast in favor of the proposals.
- i) 1 shareholder proposal to amend EEO policy to prohibit discrimination; the vote was cast against the proposal.
- j) 1 shareholder proposal to increase disclosure of executive compensation; the vote was cast against the proposal.
- k) 1 shareholder proposal to adopt policy to prohibit pro-rata vesting on equity plans; the vote was cast against the proposal.
- l) 1 shareholder proposal to approve a recapitalization plan; the vote was cast in favor of the proposal.
- m) 1 shareholder proposal to review and assess human rights policies; the vote was cast against the proposal.
- n) 1 shareholder proposal to provide for cumulative voting; the vote was cast against the proposal.
- o) 1 shareholder proposal to adopt quantitative GHG goals for products; the vote was cast against the proposal.
- p) 1 shareholder proposal to report on lobbying contributions; the vote was cast against the proposal.
- q) 1 shareholder proposal to submit SERP to shareholder vote; the vote was cast against the proposal.
- r) 1 shareholder proposal to include sustainability as performance measure for senior executive compensation; the vote was cast against the proposal.
- s) 1 shareholder proposal to implement third-party supply chain monitoring; the vote was cast against the proposal.
- t) 1 shareholder proposal to report on accident risk reduction efforts; the vote was cast against the proposal.
- u) 1 shareholder proposal to report on climate change; the vote was cast against the proposal.
- v) 1 shareholder proposal to report on coal combustion waste hazard and risk mitigation efforts; the vote was cast against the proposal.

- There were 241 votes cast on management advisory votes on executive compensation:

- a) 237 votes were cast in favor of the advisory votes (98.3 percent);
- b) 4 votes were cast against the advisory votes, as pay did not appear to be properly aligned with performance and peers (1.7 percent).

There were no exceptions to policy this period.